

**PLEASE CAREFULLY REVIEW THIS OBJECTION AND THE ATTACHMENTS
HERETO TO DETERMINE WHETHER THIS OBJECTION
AFFECTS YOUR CLAIM(S)**

Harvey R. Miller
Stephen Karotkin
Joseph H. Smolinsky
WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007

Attorneys for Debtors
and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
In re	: Chapter 11 Case No.
MOTORS LIQUIDATION COMPANY, et al.,	: 09-50026 (REG)
f/k/a General Motors Corp., et al.	:
Debtors.	: (Jointly Administered)
-----X	

NOTICE OF DEBTORS' 198TH OMNIBUS OBJECTION TO CLAIMS
(Claims for Preferred Stock)

PLEASE TAKE NOTICE that on January 27, 2011, Motors Liquidation Company (f/k/a General Motors Corporation) and its affiliated debtors, as debtors in possession (the "**Debtors**"), filed their 198th omnibus objection to disallow certain claims¹ (the "**198th Omnibus Objection to Claims**"), and that a hearing (the "**Hearing**") to consider the 198th

¹ Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the 198th Omnibus Objection to Claims.

Omnibus Objection to Claims will be held before the Honorable Robert E. Gerber, United States Bankruptcy Judge, in Room 621 of the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York 10004, on **March 1, 2011 at 9:45 a.m. (Eastern Time)**, or as soon thereafter as counsel may be heard.

PARTIES RECEIVING THIS NOTICE SHOULD REVIEW THE 198TH OMNIBUS OBJECTION TO CLAIMS TO SEE IF THEIR NAME(S) AND/OR CLAIM(S) ARE LOCATED IN THE OMNIBUS OBJECTION AND/OR IN EXHIBIT "A" ANNEXED THERETO.

PLEASE TAKE FURTHER NOTICE that any responses to the 198th Omnibus Objection to Claims must be in writing, shall conform to the Federal Rules of Bankruptcy Procedure and the Local Rules of the Bankruptcy Court, and shall be filed with the Bankruptcy Court (a) electronically in accordance with General Order M-399 (which can be found at www.nysb.uscourts.gov) by registered users of the Bankruptcy Court's filing system, and (b) by all other parties in interest, on a CD-ROM or 3.5 inch disk, in text-searchable portable document format (PDF) (with a hard copy delivered directly to Chambers), in accordance with the customary practices of the Bankruptcy Court and General Order M-399, to the extent applicable, and served in accordance with General Order M-399 and on (i) Weil, Gotshal & Manges LLP, attorneys for the Debtors, 767 Fifth Avenue, New York, New York 10153 (Attn: Harvey R. Miller, Esq., Stephen Karotkin, Esq., and Joseph H. Smolinsky, Esq.); (ii) the Debtors, c/o Motors Liquidation Company, 401 South Old Woodward Avenue, Suite 370, Birmingham, Michigan 48009 (Attn: Thomas Morrow); (iii) General Motors LLC, 400 Renaissance Center, Detroit, Michigan 48265 (Attn: Lawrence S. Buonomo, Esq.); (iv) Cadwalader, Wickersham & Taft LLP, attorneys for the United States Department of the Treasury, One World Financial Center, New York, New York 10281 (Attn: John J. Rapisardi, Esq.); (v) the United States Department of the Treasury, 1500 Pennsylvania Avenue NW, Room 2312, Washington, D.C.

20220 (Attn: Joseph Samarias, Esq.); (vi) Vedder Price, P.C., attorneys for Export Development Canada, 1633 Broadway, 47th Floor, New York, New York 10019 (Attn: Michael J. Edelman, Esq. and Michael L. Schein, Esq.); (vii) Kramer Levin Naftalis & Frankel LLP, attorneys for the statutory committee of unsecured creditors, 1177 Avenue of the Americas, New York, New York 10036 (Attn: Thomas Moers Mayer, Esq., Robert Schmidt, Esq., Lauren Macksoud, Esq., and Jennifer Sharret, Esq.); (viii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st Floor, New York, New York 10004 (Attn: Tracy Hope Davis, Esq.); (ix) the U.S. Attorney's Office, S.D.N.Y., 86 Chambers Street, Third Floor, New York, New York 10007 (Attn: David S. Jones, Esq. and Natalie Kuehler, Esq.); (x) Caplin & Drysdale, Chartered, attorneys for the official committee of unsecured creditors holding asbestos-related claims, 375 Park Avenue, 35th Floor, New York, New York 10152-3500 (Attn: Elihu Inselbuch, Esq. and Rita C. Tobin, Esq.) and One Thomas Circle, N.W., Suite 1100, Washington, DC 20005 (Attn: Trevor W. Swett III, Esq. and Kevin C. Maclay, Esq.); and (xi) Stutzman, Bromberg, Esserman & Plifka, A Professional Corporation, attorneys for Dean M. Trafelet in his capacity as the legal representative for future asbestos personal injury claimants, 2323 Bryan Street, Suite 2200, Dallas, Texas 75201 (Attn: Sander L. Esserman, Esq. and Robert T. Brousseau, Esq.), so as to be received no later than **February 22, 2011 at 4:00 p.m. (Eastern Time)** (the "**Response Deadline**").

PLEASE TAKE FURTHER NOTICE that if no responses are timely filed and served with respect to the 198th Omnibus Objection to Claims or any claim set forth thereon, the Debtors may, on or after the Response Deadline, submit to the Bankruptcy Court an order substantially in the form of the proposed order annexed to the 198th Omnibus Objection to Claims, which order may be entered with no further notice or opportunity to be heard offered to any party.

Dated: New York, New York
January 27, 2011

/s/ Joseph H. Smolinsky
Harvey R. Miller
Stephen Karotkin
Joseph H. Smolinsky

WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007

Attorneys for Debtors
and Debtors in Possession

Harvey R. Miller
Stephen Karotkin
Joseph H. Smolinsky
WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007

Attorneys for Debtors and
Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
	:
In re	:
	:
MOTORS LIQUIDATION COMPANY, <i>et al.</i>,	:
f/k/a General Motors Corp., <i>et al.</i>	:
	:
Debtors.	:
	:
-----X	

Chapter 11 Case No.
09-50026 (REG)
(Jointly Administered)

DEBTORS' 198TH OMNIBUS OBJECTION TO CLAIMS
(Claims for Preferred Stock)

**THIS OBJECTION SEEKS TO DISALLOW CERTAIN FILED PROOFS OF CLAIM.
CLAIMANTS RECEIVING THIS OBJECTION SHOULD LOCATE THEIR NAMES AND CLAIMS ON THE
EXHIBIT ANNEXED TO THIS OBJECTION.**

TO THE HONORABLE ROBERT E. GERBER,
UNITED STATES BANKRUPTCY JUDGE:

Motors Liquidation Company (f/k/a General Motors Corporation) (“**MLC**”) and
its affiliated debtors, as debtors in possession (collectively, the “**Debtors**”), respectfully
represent:

Relief Requested

1. The Debtors file this 198th omnibus objection (the “**198th Omnibus Objection to Claims**”) pursuant to section 502(b) of title 11 of the United States Code (the “**Bankruptcy Code**”) and Rule 3007(d) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), seeking entry of an order disallowing the claims listed on **Exhibit “A,”** annexed hereto, under the heading “*Claims to be Disallowed*” (collectively, the “**Claims for Preferred Stock**”), and reclassifying the Claims for Preferred Stock as equity interests.¹

2. The Claims for Preferred Stock assert claims on account of “preferred stock” issued by the Debtors. However, the Debtors have not issued any preferred stock, and after careful review, the Debtors have determined that none of the Claims for Preferred Stock provide any detail or support for the issuance of preferred stock by the Debtors, or provide any other detail that would allow the Debtors to conclude that the holders of Claims for Preferred Stock intended to assert a claim on account of a debt security issued by the Debtors.

3. In other instances not represented by the Claims for Preferred Stock on Exhibit “A,” where a claim was submitted on account of preferred stock, the Debtors were able to determine through an examination of the proofs of claim that the claimants intended to assert a claim on account of those certain bonds issued by the Debtors under one of two senior indentures, dated November 15, 1990 and December 7, 1995, respectively, with respect to which

¹ Creditors can obtain copies of the cover page of any proof of claim filed against the Debtors’ bankruptcy estates on the Debtors’ claims register on the website maintained by the Debtors’ claims agent, www.motorsliquidation.com. A link to the claims register is located under the “Claims Information” tab. Creditors without access to the Internet may request a copy of the cover page of any proof of claim by mail to The Garden City Group, Inc., Motors Liquidation Company Claims Agent, P.O. Box 9386, Dublin, Ohio 43017-4286 or by calling The Garden City Group, Inc. at 1-703-286-6401.

Wilmington Trust Company currently serves as indenture trustee (collectively, the “**WTC Debt Claims**”).²

4. Here, however, the Debtors are unable to link the Claims for Preferred Stock with any debt security issued by the Debtors, and as such, are left to conclude that the holders of Claims for Preferred Stock are asserting claims for equity interest that were issued by the Debtors. Accordingly, the Claims for Preferred Stock should be disallowed as claims and reclassified as equity interests, which will preserve for the holders of such claims any entitlement to a distribution solely on account of the ownership of equity interests. To the extent the Claims for Preferred Stock represent current holders of public debt securities, disallowance of such claims will not impair the rights of such claimant to receive distributions under the Debtors’ proposed chapter 11 plan.

Jurisdiction

5. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b).

Background

6. On June 1, 2009, four of the Debtors (the “**Initial Debtors**”)³ commenced with this Court voluntary cases under chapter 11 of the Bankruptcy Code, and on October 9,

² The Debtors have objected to the WTC Debt Claims, but only on the basis that such claims, which were submitted by individual bondholders, are duplicative of the global proofs of claim nos. 65793 and 65729 filed by Wilmington Trust Company, which have been allowed under a stipulation approved and entered by the Court on August 9, 2010 (ECF No. 6595). The Debtors’ objection to the WTC Debt Claims will not affect the right of a holder of a WTC Debt Claim from receiving distributions as a beneficial bondholder under the claims filed by the indenture trustee of the Debtors’ public debentures.

³ The Initial Debtors are MLC, MLCS, LLC (f/k/a Saturn, LLC), MLCS Distribution Corporation (f/k/a Saturn Distribution Corporation), and MLC of Harlem, Inc. (f/k/a Chevrolet-Saturn of Harlem, Inc.).

2009, two additional Debtors (the “**REALM/ENCORE Debtors**”)⁴ commenced with this Court voluntary cases under chapter 11 of the Bankruptcy Code, which cases are jointly administered with those of the Initial Debtors under Case Number 09-50026. On September 15, 2009, the Initial Debtors filed their schedules of assets and liabilities and statements of financial affairs, which were amended on October 4, 2009. On October 15, 2009, the REALM/ENCORE Debtors filed their schedules of assets and liabilities and statements of financial affairs.

7. On October 6, 2010, this Court entered an order approving procedures for the filing of omnibus objections to proofs of claim filed in these chapter 11 cases (the “**Procedures Order**”) (ECF No. 4180), which authorized the Debtors to file omnibus objections to claims on several grounds that are in addition to those grounds permitted under Bankruptcy Rule 3007(d).

The Relief Requested Should Be Approved by the Court

8. A filed proof of claim is “deemed allowed, unless a party in interest . . . objects.” 11 U.S.C. § 502(a). If an objection refuting at least one of the claim’s essential allegations is asserted, the claimant has the burden to demonstrate the validity of the claim. *See In re Oneida Ltd.*, 400 B.R. 384, 389 (Bankr. S.D.N.Y. 2009); *In re Adelphia Commc’ns Corp.*, No. 02-41729, 2007 Bankr. LEXIS 660, at *15 (Bankr. S.D.N.Y. Feb. 20, 2007); *In re Rockefeller Ctr. Props.*, 272 B.R. 524, 539 (Bankr. S.D.N.Y. 2000).

9. Bankruptcy Rule 3007(d)(7) allows a debtor to file an omnibus objection to claims that are “are interests, rather than claims.” Fed. R. Bankr. P. 3007(d)(7). The rationale behind allowing a debtor to object to such claims is obvious. The Bankruptcy Code differentiates between a “claim” and an “equity security.” *See* 11 U.S.C. §§ 101(5), 101(16).

⁴ The REALM/ENCORE Debtors are Remediation and Liability Management Company, Inc., and Environmental Corporate Remediation Company, Inc.

Under the Bankruptcy Code, those who have “claims” against the Debtors are called “creditors” while those who hold “equity securities” are called “equity security holders.” *See id.* §§ 101(10), 101(17). While creditors were entitled to file proofs of claim to preserve their rights to distributions on account of their claims, equity security holders were not entitled to file proofs of claim to preserve their rights, if any, based solely on their ownership of equity interests. The filing of a proof of claim by an equity security holder for that purpose was neither necessary nor sufficient. *See McGimsey v. USA Capital Diversified Trust Deed Fund, LLC (In re USA Commercial Mortg. Co.)*, 377 B.R. 608, 615 (9th Cir. B.A.P. 2007) (“It is axiomatic that an allowed proof of claim requires something more than mere equity ownership”). While equity security holders in these chapter 11 cases were entitled, to the extent they held “claims” against the Debtors, to file a proof of claim to preserve such “claims,” which are distinct from rights arising solely from the ownership of equity interests, each of the Claims for Preferred Stock assert only equity interests. As such, the Claims for Preferred Stock should be disallowed and reclassified as equity interests. The reclassification of the Claims for Preferred Stock to equity interests will preserve any entitlement the holders of Claims for Preferred Stock have to a distribution, if any, solely on account of the ownership of equity interests.

Reservation of Rights

10. The Debtors reserve the right to object to any of the Claims for Preferred Stock that are not disallowed in their entirety for any reason and to object on any basis to any of the Claims for Preferred Stock that are reclassified as equity interests.

Notice

11. Notice of this 198th Omnibus Objection to Claims has been provided in accordance with the Fifth Amended Order Pursuant to 11 U.S.C. § 105(a) and Fed. R. Bankr. P. 1015(c) and 9007 Establishing Notice and Case Management Procedures, dated January 3, 2011

(ECF No. 8360). The Debtors submit that such notice is sufficient and no other or further notice need be provided.

12. No previous request for the relief sought herein has been made by the Debtors to this or any other Court.

WHEREFORE the Debtors respectfully request entry of an order granting the relief requested herein and such other and further relief as is just.

Dated: New York, New York
January 27, 2011

/s/ Joseph H. Smolinsky
Harvey R. Miller
Stephen Karotkin
Joseph H. Smolinsky

WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007

Attorneys for Debtors
and Debtors in Possession

CLAIMS TO BE DISALLOWED AND EXPUNGED

Name and Address of Claimant	Claim #	Debtor	Claim Amount	Grounds For Objection	Objection Page Reference
DONALD E DETAMORE SANDY LANGLOIS JT TEN 1349 WINCHESTER MUSKEGON, MI 49441	18988	Motors Liquidation Company	\$5,000.00	Preferred Stock Claim	Pgs. 1-5
DONALD H BROWN 5801 W BETHEL APT 615 MUNCIE, IN 47304	16572	Motors Liquidation Company	\$12,000.00	Preferred Stock Claim	Pgs. 1-5
DORIS & BERTRAM BOHN 3801 S GERMAINE CT LOUISVILLE, KY 40207	22731	Motors Liquidation Company	\$20,000.00	Preferred Stock Claim	Pgs. 1-5
DORIS J BROWN 1263 SNOWCAP TRL REDDING, CA 96003	13680	Motors Liquidation Company	\$15,000.00	Preferred Stock Claim	Pgs. 1-5
DOUGLAS CONDON 380 MESA AVE NEWBURY PARK, CA 91320	3611	Motors Liquidation Company	\$19,179.00	Preferred Stock Claim	Pgs. 1-5
DURR LIVING TRUST UA 5-22-97 DARWIN D DURR & VERNA MAE DURR 8142 PUDDING CREEK DR SE SALEM, OR 97317	8700	Motors Liquidation Company	\$74,486.79	Preferred Stock Claim	Pgs. 1-5
EDGAR M SCRAY 690 LIDA LN GREEN BAY, WI 54304	29563	Motors Liquidation Company	\$26,747.63	Preferred Stock Claim	Pgs. 1-5
EDGAR M SCRAY REVOCABLE TRUST C/O EDGAR M SCRAY TTEE U/A/D 6-30-98 690 LIDA LN GREEN BAY, WI 54304	29739	Motors Liquidation Company	\$26,747.63	Preferred Stock Claim	Pgs. 1-5
EDWARD M CLARK IRA FCC AS CUSTODIAN 6035 WAGONMASTER LN ROSEVILLE, CA 95747	16038	Motors Liquidation Company	\$22,675.00	Preferred Stock Claim	Pgs. 1-5

(1) In the "Claim Amount" column, the amounts listed are taken directly from the proofs of claim, and thus replicate any mathematical errors on the proofs of claim. Where the claim amount is zero, unliquidated, unidentified, or otherwise cannot be determined, the amount listed is "0.00". For claims filed in a foreign currency, "Foreign Currency" is displayed in the "Claim Amount" column.

(2) Claims on the exhibit are sorted in alphabetical order based on the creditor name as listed on proof of claim form.

CLAIMS TO BE DISALLOWED AND EXPUNGED

ELAINE SHAPIRO SUCC TTEE FBO IRENE RUTH JEANS U/A/D 03/20/00 2804 NORTH 46 AVENUE APT C331 HOLLYWOOD, FL 33021	67870	Motors Liquidation Company	\$15,000.00	Preferred Stock Claim	Pgs. 1-5
ELEANOR RUBIN 3016 TOWNESIDE LANE WOODSTOCK, GA 30189	18219	Motors Liquidation Company	\$19,000.00	Preferred Stock Claim	Pgs. 1-5
ERNEST BRANDES 5595 NW 27 PLACE OCALA, FL 34482	65968	Motors Liquidation Company	\$30,870.00	Preferred Stock Claim	Pgs. 1-5
EUGENE S BAGINSKI TOD JULIA BAGINSKI SUBJECT TO STA RULES 63856 E HIGH POINT LANE TUCSON, AZ 85739	22599	Motors Liquidation Company	\$28,000.00	Preferred Stock Claim	Pgs. 1-5
EUGENE S. BAGINSKI PHD TOD NAMED BENEFICIARIES SUBJECT TO STA TOD RULES 63856 E HIGH POINT LN TUCSON, AZ 85739	22598	Motors Liquidation Company	\$15,000.00	Preferred Stock Claim	Pgs. 1-5
EVELYN E COHEN CGM IRA CUSTODIAN 256 WEDGEWOOD DRIVE WILLIAMSVILLE, NY 14221	69258	Motors Liquidation Company	\$5,000.00	Preferred Stock Claim	Pgs. 1-5
EVELYN WITKIN MD PC PROFIT SHARING PLAN DTD 1/3/83 466 LONG LN HUNTINGDON VY, PA 19006	28051	Motors Liquidation Company	\$44,100.00	Preferred Stock Claim	Pgs. 1-5
FLEMING FAMILY CREDIT SHELTER TRUST (B) SALLY L FLEMING % PARKER FLEMING 340 MAGMAR LANE FAYETTEVILLE, GA 30214 UNITED STATES OF AMERICA	68198	Motors Liquidation Company	\$10,000.00	Preferred Stock Claim	Pgs. 1-5
FRANCES K FARRELL C/O JULIA FARRELL 170 E 83RD ST #4D NEW YORK, NY 10028	68599	Motors Liquidation Company	\$50,000.00	Preferred Stock Claim	Pgs. 1-5

(1) In the "Claim Amount" column, the amounts listed are taken directly from the proofs of claim, and thus replicate any mathematical errors on the proofs of claim. Where the claim amount is zero, unliquidated, unidentified, or otherwise cannot be determined, the amount listed is "0.00". For claims filed in a foreign currency, "Foreign Currency" is displayed in the "Claim Amount" column.

(2) Claims on the exhibit are sorted in alphabetical order based on the creditor name as listed on proof of claim form.

CLAIMS TO BE DISALLOWED AND EXPUNGED

FRED D NICHOLS 608-3RD AVE S JASPER, AL 35501	7066	Motors Liquidation Company	\$20,650.00	Preferred Stock Claim	Pgs. 1-5
GARY LYNCH 6584 WOODBROOK DR ROANOKE, VA 24018	20513	Motors Liquidation Company	\$12,500.00	Preferred Stock Claim	Pgs. 1-5
GARY LYNCH 6584 WOODBROOK DR ROANOKE, VA 24018	20514	Motors Liquidation Company	\$18,500.00	Preferred Stock Claim	Pgs. 1-5
GEORGE AND PHYLLIS MILLER 18720 W SR 105 ELMORE, OH 43416	4388	Motors Liquidation Company	\$1,509.38	Preferred Stock Claim	Pgs. 1-5
GEORGE BREWSTER SR 553 TERRACE GARDEN DR LAKELAND, FL 33815	22587	Motors Liquidation Company	\$5,000.00	Preferred Stock Claim	Pgs. 1-5
GEORGE COYLE 22 COOLIDGE AVE GLEN HEAD, NY 11545	2287	Motors Liquidation Company	\$15,000.00	Preferred Stock Claim	Pgs. 1-5
GEORGE GATTI 23 CAMPBELL DR PARLIN, NJ 08859	50169	Motors Liquidation Company	\$525.00	Preferred Stock Claim	Pgs. 1-5
GEORGE RITTER TRUST U/A/D 7 1 88 GEORGE RITTER TRUSTEE 28420 SUNSET BLVD. W. LATHRUP VILLAGE, MI 48076	19709	Motors Liquidation Company	\$10,000.00	Preferred Stock Claim	Pgs. 1-5
GERALD BRICKNER 36800 ELK CV FARMINGTN HLS, MI 48331	10764	Motors Liquidation Company	\$25,000.00	Preferred Stock Claim	Pgs. 1-5
GERALD E SIRAK AND MARY E SIRAK TTEES GERALD E SIRAK TR UAD 11/27/01 FBO GERALD E SIRAK 12878 IONA RD FORT MYERS, FL 33908	44618	Motors Liquidation Company	\$2,500.00	Preferred Stock Claim	Pgs. 1-5

(1) In the "Claim Amount" column, the amounts listed are taken directly from the proofs of claim, and thus replicate any mathematical errors on the proofs of claim. Where the claim amount is zero, unliquidated, unidentified, or otherwise cannot be determined, the amount listed is "0.00". For claims filed in a foreign currency, "Foreign Currency" is displayed in the "Claim Amount" column.

(2) Claims on the exhibit are sorted in alphabetical order based on the creditor name as listed on proof of claim form.

CLAIMS TO BE DISALLOWED AND EXPUNGED

GLENN T JACKSON AND RUTHIE JACKSON JTWROS 635 CENTER CAMBRIDGE RD CAMBRIDGE, NY 12816	8026	Motors Liquidation Company	\$6,100.00	Preferred Stock Claim	Pgs. 1-5
GRAND COUNCIL OF CRYPTIC MASONS OF ILLINOIS C/O RONALD FULLERLOVE PO BOX 310 SHERRARD, IL 61281	70084	Motors Liquidation Company	\$9,952.71	Preferred Stock Claim	Pgs. 1-5
GUY & JUANITA RAMSAUR PO BOX 338 IRON STATION, NC 28080	25384	Motors Liquidation Company	\$25,000.00 Unliquidated	Preferred Stock Claim	Pgs. 1-5
GUY H PETERSON & YOLONDE PETERSON TTEES UAD 04/29/09 GUY HALL & THELMA YOLONDE PETERSON REVOC LIVING TRUST 1813 TESTA DR MARION, IL 62959	10480	Motors Liquidation Company	\$24,852.50	Preferred Stock Claim	Pgs. 1-5
HAROLD G BROOKS 5355 PROVIDENCE CHURCH RD WINSTON-SALEM, NC 27105	50099	Motors Liquidation Company	\$28,098.60	Preferred Stock Claim	Pgs. 1-5
HAROLD M RAPP EVELYN M RAPP TTEE UAD 6-9-1999 FBO HAROLD RAPP REV LIV TRUST 1433 DEWITT STREET PORT CHARLOTTE, FL 33952	19468	Motors Liquidation Company	\$5,000.00	Preferred Stock Claim	Pgs. 1-5
HAROLD M RAPP EVELYN M RAPP TTEE U/A/D 06-09-1997 FBO HAROLD RAPP REV LIV TR 1433 DE WITT STREET PORT CHARLOTTE, FL 33952	19469	Motors Liquidation Company	\$20,000.00	Preferred Stock Claim	Pgs. 1-5
HAROLD ZARETSKY 4035 REXFORD B BOCA RATON, FL 33434	4647	Motors Liquidation Company	\$0.00 Unliquidated	Preferred Stock Claim	Pgs. 1-5
HARTMAN, MARY C 16231 SCENIC CLINTON TWP, MI 48038	2808	Motors Liquidation Company	\$180,000.00	Preferred Stock Claim	Pgs. 1-5

(1) In the "Claim Amount" column, the amounts listed are taken directly from the proofs of claim, and thus replicate any mathematical errors on the proofs of claim. Where the claim amount is zero, unliquidated, unidentified, or otherwise cannot be determined, the amount listed is "0.00". For claims filed in a foreign currency, "Foreign Currency" is displayed in the "Claim Amount" column.

(2) Claims on the exhibit are sorted in alphabetical order based on the creditor name as listed on proof of claim form.

CLAIMS TO BE DISALLOWED AND EXPUNGED

HELEN MARY LACY 1320 COLLEGE DR OWENSBORO, KY 42301	22234	Motors Liquidation Company	\$10,005.00	Preferred Stock Claim	Pgs. 1-5
HERBERT W. GRINDEL AND JUNE L. GRINDEL, TRUSTEES HERBERT W. GRINDEL TRUST U/A/D 3/14/94 830 AUDUBON WAY, APT. 314 LINCOLNSHIRE, IL 60069	11738	Motors Liquidation Company	\$5,000.00	Preferred Stock Claim	Pgs. 1-5
ILLINOIS MASONIC NURSES TRAINING SCHOLARSHIP FUND C/O RONALD FULLERLOVE PO BOX 310 SHERRARD, IL 61281	70085	Motors Liquidation Company	\$8,090.46	Preferred Stock Claim	Pgs. 1-5
INA FRIEDMAN 23 HABANAI ST 96264 JERUSALEM, ISRAEL ISRAEL	18959	Motors Liquidation Company	\$8,137.67	Preferred Stock Claim	Pgs. 1-5
IRA FBO ALFRED LUDWIG PERSHING LLC AS CUSTODIAN 5179 KINCARDINE DR CINCINNATI, OH 45238	23469	Motors Liquidation Company	\$8,750.00	Preferred Stock Claim	Pgs. 1-5
IRA FBO BARBARA P WHITE PERSHING LLC AS CUSTODIAN 1702 MARSHALL SMITH RD KING, NC 27021	50096	Motors Liquidation Company	\$11,091.40	Preferred Stock Claim	Pgs. 1-5
IRA FBO BOBBY J BROOKS 1467 LEWISBURG POINTE DR CLEMMONS, NC 27012	51357	Motors Liquidation Company	\$6,760.00	Preferred Stock Claim	Pgs. 1-5
IRA FBO CAROLYN T BAKER CAROLYN T BAKER 110 N MAIN ST KING, NC 27021	50109	Motors Liquidation Company	\$10,768.40	Preferred Stock Claim	Pgs. 1-5
IRA FBO DENNIS E GREGORY PERSHING LLC AS CUSTODIAN 307 KNOLLCREST DR PINNACLE, NC 27043	50101	Motors Liquidation Company	\$15,017.00	Preferred Stock Claim	Pgs. 1-5
IRA FBO DERRICK W MANUEL C/O DERRICK W MANUEL 377 CARSON RD PILOT MOUNTAIN, NC 27041	50092	Motors Liquidation Company	\$2,845.80	Preferred Stock Claim	Pgs. 1-5

(1) In the "Claim Amount" column, the amounts listed are taken directly from the proofs of claim, and thus replicate any mathematical errors on the proofs of claim. Where the claim amount is zero, unliquidated, unidentified, or otherwise cannot be determined, the amount listed is "0.00". For claims filed in a foreign currency, "Foreign Currency" is displayed in the "Claim Amount" column.

(2) Claims on the exhibit are sorted in alphabetical order based on the creditor name as listed on proof of claim form.

CLAIMS TO BE DISALLOWED AND EXPUNGED

IRA FBO HAROLD R BAKER HAROLD R BAKER 110 N MAIN ST KING, NC 27021	50108	Motors Liquidation Company	\$11,670.50	Preferred Stock Claim	Pgs. 1-5
IRA FBO JAMES C COLLINS JR PERSHING LLC AS CUSTODIAN 1163 COON RD PINNACLE, NC 27043	50100	Motors Liquidation Company	\$56,237.40	Preferred Stock Claim	Pgs. 1-5
IRA FBO JAMES L HARDY 126 STRATFORD PL DOBSON, NC 27017	50103	Motors Liquidation Company	\$10,029.50	Preferred Stock Claim	Pgs. 1-5
IRA FBO LINDA T JOYCE PERSHING LLC AS CUSTODIAN ROLLOVER ACCOUNT 7068 HARPERGLEN RD CLEMMONS, NC 27012	50106	Motors Liquidation Company	\$15,594.35	Preferred Stock Claim	Pgs. 1-5
IRA FBO RICHARD C REICH PERSHING LLC AS CUSTODIAN 4875 EBERT RD WINSTON-SALEM, NC 27127	50098	Motors Liquidation Company	\$5,199.25	Preferred Stock Claim	Pgs. 1-5
IRA FBO ROBERT B HEGE JR PERSHING LLC AS CUSTODIAN 2682 AMESBURY RD WINSTON-SALEM, NC 27103	50104	Motors Liquidation Company	\$8,211.50	Preferred Stock Claim	Pgs. 1-5
IRA FBO SANDRA L BONDS SANDRA L BONDS 1030 ABBEY PLACE COURT KING, NC 27021	50110	Motors Liquidation Company	\$7,537.35	Preferred Stock Claim	Pgs. 1-5
IRA FBO TIMOTHY R VANCIL PERSHING LLC AS CUSTODIAN 615 EAST HICKORY LANE INDIANAPOLIS, IN 46227	10464	Motors Liquidation Company	\$1,960.00	Preferred Stock Claim	Pgs. 1-5
IRENE FERRILL FERRILL FAMILY TRUST 741 CLARK STREET MUSKEGON, MI 49442	13104	Motors Liquidation Company	\$29,850.00	Preferred Stock Claim	Pgs. 1-5
IRVIN HODGE & BRENDA T HODGE JTWROS IRVIN HODGE & BRENDA T HODGE 973 BRYANS PLACE RD WINSTON-SALEM, NC 27104	50105	Motors Liquidation Company	\$75,538.65	Preferred Stock Claim	Pgs. 1-5

(1) In the "Claim Amount" column, the amounts listed are taken directly from the proofs of claim, and thus replicate any mathematical errors on the proofs of claim. Where the claim amount is zero, unliquidated, unidentified, or otherwise cannot be determined, the amount listed is "0.00". For claims filed in a foreign currency, "Foreign Currency" is displayed in the "Claim Amount" column.

(2) Claims on the exhibit are sorted in alphabetical order based on the creditor name as listed on proof of claim form.

CLAIMS TO BE DISALLOWED AND EXPUNGED					
IRVIN ROSENBERG CLARE ROSENBERG 3367 JOG PARK DR GREENACRES, FL 33467	4648	Motors Liquidation Company	\$10,000.00	Preferred Stock Claim	Pgs. 1-5
JACK SPEAKS 101 SPILLSBURY COURT CLEMMONS, NC 27012	13911	Motors Liquidation Company	\$99,625.00	Preferred Stock Claim	Pgs. 1-5
JACQUELINE L LARSEN 14774 W WATERWHEEL CORAL, MI 49322	17949	Motors Liquidation Company	\$7,500.00	Preferred Stock Claim	Pgs. 1-5
JACQUES E LINDER IRA 4639 CHANDLERS FORDE SARASOTA, FL 34235 UNITED STATES OF AMERICA	16139	Motors Liquidation Company	\$30,000.00	Preferred Stock Claim	Pgs. 1-5
JAMES D BROOKS AND JACKIE P BROOKS JTWROS 8212 FISHER RD FRISCO, TX 75034	7309	Motors Liquidation Company	\$39,978.00	Preferred Stock Claim	Pgs. 1-5
JAMES F MCCUE AND BARBARA L MCCUE JTENCOM 946 REVERE DR HILLSIDE, NJ 07205	68328	Motors Liquidation Company	\$19,625.00	Preferred Stock Claim	Pgs. 1-5
ROBERT T CABRELLI 27 PINE VALLEY RD BROOMALL, PA 19008	15650	Motors Liquidation Company	\$753.00	Preferred Stock Claim	Pgs. 1-5
ROCHELLE GENDLER TRUSTEE ROCHELLE GENDLER REV TRUST U/A/D 04-26-1994 17818 DEAUVILLE LANE BOCA RATON, FL 33496	11778	Motors Liquidation Company	\$8,750.00	Preferred Stock Claim	Pgs. 1-5
RONALD DICK 221 CIRCLEBROOK DR MONROE, VA 24574	20517	Motors Liquidation Company	\$2,500.00	Preferred Stock Claim	Pgs. 1-5
RUDOLPH J OSWALD 1860 FAIROAK RD NAPERVILLE, IL 60565	19148	Motors Liquidation Company	\$5,300.00	Preferred Stock Claim	Pgs. 1-5

(1) In the "Claim Amount" column, the amounts listed are taken directly from the proofs of claim, and thus replicate any mathematical errors on the proofs of claim. Where the claim amount is zero, unliquidated, unidentified, or otherwise cannot be determined, the amount listed is "0.00". For claims filed in a foreign currency, "Foreign Currency" is displayed in the "Claim Amount" column.

(2) Claims on the exhibit are sorted in alphabetical order based on the creditor name as listed on proof of claim form.

CLAIMS TO BE DISALLOWED AND EXPUNGED

RUDOLPH J RUZZA CHARLES SCHWAB & CO INC CUST IRA CONTRIBUTORY 28662 S POINTE DR GROSSE ILE, MI 48138	15829	Motors Liquidation Company	\$12,500.00	Preferred Stock Claim	Pgs. 1-5
RUTH PROSS DR RONALD PROSS POA 2490 N PARK RD APT 209 HOLLYWOOD, FL 33021	44604	Motors Liquidation Company	\$10,000.00	Preferred Stock Claim	Pgs. 1-5
RUTH PROSS 13005 COMMUNITY CAMPUS DR #111 TAMPA, FL 33625 UNITED STATES OF AMERICA	44605	Motors Liquidation Company	\$10,000.00	Preferred Stock Claim	Pgs. 1-5
SAM GERTZ & CLARA GERTZ JT WROS 30487 LONGCREST ST SOUTHFIELD, MI 48076	20126	Motors Liquidation Company	\$25,940.00	Preferred Stock Claim	Pgs. 1-5
SANDRA L HUFNAGEL 451 COOLSPRINGS COVE WOODSTOCK, GA 30188	36971	Motors Liquidation Company	\$2,500.00	Preferred Stock Claim	Pgs. 1-5
SANFORD KADISH CGM IRA CUSTODIAN SARAH KADISH POA 70 HAMLIN SQUARE APT 2 WILLIAMSVILLE, NY 14221	44592	Motors Liquidation Company	\$10,000.00	Preferred Stock Claim	Pgs. 1-5
SANFORD KADISH SARAH KADISH POA 70 HAMLIN SQUARE APT 2 WILLIAMSVILLE, NY 14221	44608	Motors Liquidation Company	\$10,000.00	Preferred Stock Claim	Pgs. 1-5
SANFORD KADISH 70 HAMLIN SQUARE APT 2 WILLIAMSVILLE, NY 14221 UNITED STATES OF AMERICA	44609	Motors Liquidation Company	\$10,000.00	Preferred Stock Claim	Pgs. 1-5
SARAH KADISH SANFORD KADISH POA 70 HAMLIN SQUARE APT 2 WILLIAMSVILLE, NY 14221	44610	Motors Liquidation Company	\$10,000.00	Preferred Stock Claim	Pgs. 1-5

(1) In the "Claim Amount" column, the amounts listed are taken directly from the proofs of claim, and thus replicate any mathematical errors on the proofs of claim. Where the claim amount is zero, unliquidated, unidentified, or otherwise cannot be determined, the amount listed is "0.00". For claims filed in a foreign currency, "Foreign Currency" is displayed in the "Claim Amount" column.

(2) Claims on the exhibit are sorted in alphabetical order based on the creditor name as listed on proof of claim form.

CLAIMS TO BE DISALLOWED AND EXPUNGED

SCOTT A JOHNSON TOD ACCOUNT 6889 NORTH MAPLE GROVE ROAD BLOOMINGTON, IN 47404	12044	Motors Liquidation Company	\$3,350.00	Preferred Stock Claim	Pgs. 1-5
SCOTT J & ELIZ E REALEY 337 BAIRD AVE MT EPHRAIM, NJ 08059	16159	Motors Liquidation Company	\$2,500.00	Preferred Stock Claim	Pgs. 1-5
SELMA G BOWMAN 2852 CHALMERS CT PALM HARBOR, FL 34684	12968	Motors Liquidation Company	\$10,000.00	Preferred Stock Claim	Pgs. 1-5
SHARON P DORR TRUSTEE SHARON P DORR 10470 E BIRCH RUN RD BIRCH RUN, MI 48415	9783	Motors Liquidation Company	\$50,000.00	Preferred Stock Claim	Pgs. 1-5
SHIRLEY BURLINGHAM 80 CYPRESS RUN BLUFFTON, SC 29909	15637	Motors Liquidation Company	\$7,611.85	Preferred Stock Claim	Pgs. 1-5
SHIRLEY M NELSON TTEE SHIRLEY M NELSON TRUST 2000 U/A/D 06/21/2000 133 HAWTHORNE VILLAGE ROAD NASHUA, NH 03062	13443	Motors Liquidation Company	\$159,021.00	Preferred Stock Claim	Pgs. 1-5
STANLEY I WOOD 735 ACADEMY ST RURAL HALL, NC 27045	50097	Motors Liquidation Company	\$15,671.55	Preferred Stock Claim	Pgs. 1-5
STEVEN JOSEPH SOLCHER 325 SHARON PARK #719 MENLO PARK, CA 94025	20770	Motors Liquidation Company	\$15,000.00	Preferred Stock Claim	Pgs. 1-5
STIFEL NICOLAUS CUSTODIAN FOR SUZANNE C DE HAAN IRA 573 PROSPECT SE GRAND RAPIDS, MI 49503	20918	Motors Liquidation Company	\$7,800.00	Preferred Stock Claim	Pgs. 1-5
SUSAN A ZIELINSKI C/O WILLIAM S ZIELINSKI JR 71 HUNTINGTON HLS S ROCHESTER, NY 14622	19748	Motors Liquidation Company	\$9,648.00	Preferred Stock Claim	Pgs. 1-5

(1) In the "Claim Amount" column, the amounts listed are taken directly from the proofs of claim, and thus replicate any mathematical errors on the proofs of claim. Where the claim amount is zero, unliquidated, unidentified, or otherwise cannot be determined, the amount listed is "0.00". For claims filed in a foreign currency, "Foreign Currency" is displayed in the "Claim Amount" column.

(2) Claims on the exhibit are sorted in alphabetical order based on the creditor name as listed on proof of claim form.

CLAIMS TO BE DISALLOWED AND EXPUNGED

TERRY C DAVIS 2006 CA REV TR U/A DTD 03/02/2006 TERRY C DAVIS TTEE 7440 WINDING WAY FAIR OAKS, CA 95628	11395	Motors Liquidation Company	\$10,000.00	Preferred Stock Claim	Pgs. 1-5
TERRY R BESLER CHARLES SCHWAB & CO INC CUST IRA ROLLOVER 2831 SUNNYWOOD AVE WOODLAND PARK, CO 80863	20897	Motors Liquidation Company	\$850.00	Preferred Stock Claim	Pgs. 1-5
THOMAS TEETER 816 ELM AVE SE ROANOKE, VA 24013 UNITED STATES OF AMERICA	20518	Motors Liquidation Company	\$22,500.00	Preferred Stock Claim	Pgs. 1-5
TOBY A GREER 821 MURIEL NE ALBUQUERQUE, NM 87123	11711	Motors Liquidation Company	\$31,200.00	Preferred Stock Claim	Pgs. 1-5
TOBY D LORITSCH 1902 STONE MILL DRIVE SALEM, VA 24153	20515	Motors Liquidation Company	\$15,000.00	Preferred Stock Claim	Pgs. 1-5
VINCENT J REED 602 E HILLCREST DR VERONA, WI 53593	12276	Motors Liquidation Company	\$19,996.73	Preferred Stock Claim	Pgs. 1-5
WALTER E DUMMER REV TRUST UAD 09/28/95 WALTER E DUMMER TTEE PO BOX 5103 N MUSKEGON, MI 49445	20678	Motors Liquidation Company	\$25,000.00	Preferred Stock Claim	Pgs. 1-5
WARREN JENSEN 4281 NW 41ST ST APT 319 LAUDERDALE LAKES, FL 33319	44602	Motors Liquidation Company	\$10,000.00	Preferred Stock Claim	Pgs. 1-5
WILLIAM A BERRY 908 EDGEWOOD COLUMBIA, MO 65203	20152	Motors Liquidation Company	\$10,000.00	Preferred Stock Claim	Pgs. 1-5

(1) In the "Claim Amount" column, the amounts listed are taken directly from the proofs of claim, and thus replicate any mathematical errors on the proofs of claim. Where the claim amount is zero, unliquidated, unidentified, or otherwise cannot be determined, the amount listed is "0.00". For claims filed in a foreign currency, "Foreign Currency" is displayed in the "Claim Amount" column.

(2) Claims on the exhibit are sorted in alphabetical order based on the creditor name as listed on proof of claim form.

CLAIMS TO BE DISALLOWED AND EXPUNGED

WILLIAM G KOGLER OR DOLORES KOGLER TTEES WILLIAM G KOGLER LIV TR DTD 11/15/2007 9346 SAYRE AVE MORTON GROVE, IL 60053	29466	Motors Liquidation Company	\$25,000.00	Preferred Stock Claim	Pgs. 1-5
WILLIAM MOTT 91 SAWTIMBER DR HILTON HEAD, SC 29926	23558	Motors Liquidation Company	\$25,000.00	Preferred Stock Claim	Pgs. 1-5
WILLIAM THOMAS & FLORA THOMAS TTEES WM & FLORA THOMAS FAMILY TRUST U/A DTD 08/25/87 10931 PEMBROKE DR SANTA ANA, CA 92705	15816	Motors Liquidation Company	\$12,500.00	Preferred Stock Claim	Pgs. 1-5
WILLIAM VAN DYKE 1929 FRAWLEY DR SUN PRAIRIE, WI 53590	18201	Motors Liquidation Company	\$15,093.00	Preferred Stock Claim	Pgs. 1-5
ZEENAT AZWER &/OR NURAL AMIN NENSEY PO BOX 214134 DUBAI UAE UNITED ARAB EMIRATES	50111	Motors Liquidation Company	\$25,000.00 Unliquidated	Preferred Stock Claim	Pgs. 1-5

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	:	
	:	
In re	:	Chapter 11 Case No.
	:	
MOTORS LIQUIDATION COMPANY, et al.,	:	09-50026 (REG)
f/k/a General Motors Corp., et al.	:	
	:	
Debtors.	:	(Jointly Administered)
	:	
-----X		

ORDER GRANTING DEBTORS' 198TH OMNIBUS OBJECTION TO CLAIMS
(Claims for Preferred Stock)

Upon the 198th omnibus objection, dated January 27, 2011 (the “**198th Omnibus Objection to Claims**”), of Motors Liquidation Company (f/k/a General Motors Corporation) and its affiliated debtors, as debtors in possession (collectively, the “**Debtors**”), pursuant to section 502(b) of title 11, United States Code (the “**Bankruptcy Code**”), Rule 3007(d) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), seeking entry of an order disallowing the Claims for Preferred Stock,¹ and reclassifying those Claims for Preferred Stock as equity interests, all as more fully described in the 198th Omnibus Objection to Claims; and due and proper notice of the 198th Omnibus Objection to Claims having been provided, and it appearing that no other or further notice need be provided; and the Court having found and determined that the relief sought in the 198th Omnibus Objection to Claims is in the best interests of the Debtors, their estates, creditors, and all parties in interest and that the legal and factual bases set forth in the 198th Omnibus Objection to Claims establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

¹ Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the 198th Omnibus Objection to Claims.

ORDERED that the relief requested in the 198th Omnibus Objection to Claims is granted to the extent provided herein; and it is further

ORDERED that, pursuant to section 502(b) of the Bankruptcy Code, the claims listed on **Exhibit “A”** (the “**Order Exhibit**”) annexed hereto under the heading “*Claims to be Disallowed*” are disallowed and reclassified as equity interests; and it is further

ORDERED that this Order has no res judicata, estoppel, or other effect on the validity, allowance, or disallowance of, and all rights to object on any basis are expressly reserved with respect to, any claims listed on Exhibit “A” annexed to the 198th Omnibus Objection to Claims under the heading “*Claims to be Disallowed*” that are not disallowed pursuant to this Order, and any of the Claims for Preferred Stock that are reclassified as equity interests; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: New York, New York
_____, 2011

United States Bankruptcy Judge